

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM 8-K**  
**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of the Securities Act of 1934

**Date of Report (Date of Earliest Event Reported):**  
**December 20, 2018**

**Commission file number: 001-35653**

**SUNOCO LP**  
*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**30-0740483**  
*(IRS Employer  
Identification No.)*

**8111 Westchester Drive, Suite 400**  
**Dallas, TX 75225**  
*(Address of principal executive offices, including zip codes)*

**Registrant's telephone number, including area code: (214) 981-0700**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 7.01. Regulation FD Disclosure.**

On December 20, 2018, Sunoco LP issued a press release announcing the completion of the previously announced acquisition of the refined products terminalling business from American Midstream Partners, LP for approximately \$125 million plus working capital adjustments.

A copy of the press release is set forth in Exhibit 99.1 and is incorporated herein by reference. In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit 99.1 is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	<a href="#">Press Release of Sunoco LP, dated December 20, 2018</a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 20, 2018

**SUNOCO LP**

By: Sunoco GP LLC, its general partner

By: */s/ Camilla A. Harris*

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Camilla A. Harris

Vice President, Controller and Principal Accounting Officer



## **Sunoco LP Completes the Acquisition of the Refined Products Terminalling Business From American Midstream Partners, LP**

**DALLAS**, December 20, 2018 - Sunoco LP (NYSE: SUN) ("Sunoco") announced today the completion of the previously announced acquisition of the refined products terminalling business from American Midstream Partners, LP (NYSE: AMID) for approximately \$125 million plus working capital adjustments.

Sunoco funded the transaction with cash on hand and amounts available under its revolving credit facility, while continuing to maintain its targeted leverage ratio. The acquisition is expected to be accretive to Sunoco with respect to distributable cash flow in the first year.

### **About Sunoco LP**

Sunoco LP (NYSE: SUN) is a master limited partnership distributes motor fuel to approximately 10,000 convenience stores, independent dealers, commercial customers and distributors located in more than 30 states. Sunoco's general partner is owned by Energy Transfer Operating, L.P., a subsidiary of Energy Transfer LP (NYSE: ET).

### **Cautionary Statement Relevant to Forward-Looking Information**

This press release may include certain statements concerning expectations for the future that are forward-looking statements as defined by federal law. Such forward-looking statements are subject to a variety of known and unknown risks, uncertainties, and other factors that are difficult to predict and many of which are beyond management's control. An extensive list of factors that can affect future results are discussed in Sunoco's Annual Report on Form 10-K and other documents filed from time to time with the Securities and Exchange Commission. Sunoco undertakes no obligation to update or revise any forward-looking statement to reflect new information or events.

The information contained in this press release is available on our website at [www.SunocoLP.com](http://www.SunocoLP.com)

### **Contacts**

#### **Investors:**

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